

14563-A

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INTERSTATE COMMERCE COMMISSION

DEC 27 1988 3-50

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December 27, 1988

Recordation No. 14563

Dear Ms. McGee:

\$13.00 filing fee

On behalf of Meritor Savings Bank, I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, two enclosed executed counterparts of a secondary document, not previously recorded, entitled Partial Release, dated as of December 27, 1988. The aforesaid document relates to that certain Security Agreement, dated January 29, 1985, recorded with the Interstate Commerce Commission under Recordation No. 14563 on January 29, 1985 and should be filed under the next available letter designation under Recordation No. 14563 which we believe will be -A.

This one is 14563-A

The executing Releasor is:

Meritor Savings Bank  
(successor by name change  
to The Philadelphia Saving  
Fund Society)  
1234 Market Street  
Philadelphia, Pennsylvania 19107

No. 8-362A062  
Date DEC 27 1988  
Fee \$ 13.00  
ICC Washington, D.C.

The party in whose favor the document is made is:

TXL Astra Corporation VI  
Three Embarcadero Center  
Suite 2280  
San Francisco, California 94111

The said Partial Release acts to release seven (7) locomotives from the aforesaid Security Agreement.

The units of equipment covered by the Partial Release are the seven (7) locomotives, identified on Exhibit A to the said Partial Release, a copy of which is attached hereto.

Carroll J. ...

DEC 27 3 43 PM '88

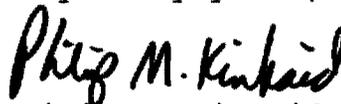
A short summary of the document to appear in the ICC Index is as follows:

"Releases 7 locomotives."

Enclosed is a check in the amount of thirteen dollars (\$13) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterpart of the document not required for filing purposes, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this transmittal letter.

Very truly yours,



Philip M. Kinkaid  
Representative in fact for the  
sole purpose of this filing for  
Meritor Savings Bank

Honorable Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Enclosures

BY HAND

a:tranpre.ltr

Exhibit A

Seven (7) 2250-horsepower GE Model U-23-B locomotives,  
identified by the following Missouri Pacific Company numbers:

MP4500

MP4501

MP4502

MP4503

MP4504

MP4505

MP4506

INTERSTATE COMMERCE COMMISSION

DEC 27 1988 3-508

14563-A  
REGISTRATION NO. 14563-A

PARTIAL RELEASE

as of

This Partial Release, dated/ December 27, 1988, is executed by MERITOR SAVINGS BANK, a Pennsylvania stock savings bank (formerly named The Philadelphia Saving Fund Society) ("Meritor"), in favor of TXL ASTRA CORPORATION VI, a California corporation ("TXL Astra").

WHEREAS, Meritor and TXL Astra entered into that certain Security Agreement, dated January 29, 1985, pursuant to which TXL Astra granted to Meritor certain security interests in the seven U-38-B locomotives described on Exhibit A hereto (the "Released Locomotives") and the thirty-seven GP-38-2 locomotives described on Exhibit B hereto (the "Retained Locomotives"), which Security Agreement secures that certain 13.5% Secured Note Due March 20, 1989, dated January 29, 1985 (the "Note"), in the original principal sum of Three Million Five Hundred Seventy Seven Thousand Seven Hundred Four Dollars and 28/100 (\$3,577,704.28), executed by TXL Astra and payable to the order of Meritor as therein provided;

NOW, THEREFORE, for good and valuable consideration, Meritor does hereby RELEASE, RELINQUISH, QUITCLAIM and DISCHARGE unto TXL Astra, its successors and assigns, without recourse and without representation or warranty of any kind, all rights, titles, liens, assignments, claims, security interests and equities that it may hold as security for the payment of the Note (including, without limitation, those arising under the said Security Agreement) INSOFAR BUT ONLY INSOFAR as they attach to the Released Locomotives; and Meritor does hereby release the Released Locomotives from the said Security Agreement.

PROVIDED, HOWEVER, that this Release shall relate only to the Released Locomotives and shall in no way diminish, modify or otherwise affect the validity of any titles, liens, assignments, claims, security interests, equities or other rights of Meritor under the provisions of the said Security Agreement or any other instruments securing the Note insofar as they affect the Retained Locomotives (or any other property other than the Released Locomotives).



Exhibit A

Seven (7) 2250-horsepower GE Model U-23-B locomotives,  
identified by the following Missouri Pacific Company numbers:

MP4500  
MP4501  
MP4502  
MP4503  
MP4504  
MP4505  
MP4506

Exhibit B

Thirty-seven (37) 2000-horsepower EMD Model GP-38-2 locomotives, identified by the following Missouri Pacific Railroad Company numbers:

MP2074	MP2093
MP2075	MP2094
MP2076	MP2095
MP2077	MP2096
MP2078	MP2097
MP2079	MP2098
MP2080	MP2099
MP2081	MP2100
MP2082	MP2101
MP2083	MP2102
MP2084	MP2103
MP2085	MP2104
MP2086	MP2105
MP2087	MP2106
MP2088	MP2107
MP2089	MP2108
MP2090	MP2109
MP2091	MP2110
MP2092	